

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

MICHAEL RUBIN, Individually and on Behalf of :
All Others Similarly Situated :
 :
Plaintiff, :
 :
v. :
 :
MF GLOBAL, LTD., et al., :
 :
Defendants. :
 :
X

Case No. 08 Civ. 02233 (VM)
ECF Case

FRANK MATASSA, Individually And On Behalf :
Of All Others Similarly Situated, :
 :
Plaintiff, :
 :
v. :
 :
MF GLOBAL LTD, MAN GROUP PLC, :
EDWARD L. GOLDBERG, AMY S. BUTTE, :
ALISON J. CARNWATH, KEVIN R. DAVIS, :
CHRISTOPHER J. SMITH, MERRILL LYNCH, :
PIERCE, FENNER & SMITH INC., CREDIT :
SUISSE SECURITIES (USA) LLC, CITIGROUP :
GLOBAL MARKETS INC., J.P. MORGAN :
SECURITIES INC., LEHMAN BROTHERS INC., :
UBS SECURTIES LLC, GOLDMAN, SACHS & :
CO., MORGAN STANLEY & CO. INC., and :
DEUTSCHE BANK SECURTIES INC. :
 :
Defendants. :
 :
X

Case No. 08 Civ. 02895 (VM)
ECF Case

STIPULATION AND ORDER

WHEREAS, a complaint was filed and summonses were issued on March 19, 2008 under the caption *Matassa v. MF Global Ltd., et al.*, 08-CV-002895 (VM) (the “*Matassa Complaint*”

or the “*Matassa* Action”), that named as defendants, among others, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., and Morgan Stanley & Co. Incorporated (collectively, the “Underwriter Defendants”);

WHEREAS, the Court consolidated the *Matassa* Action with *Michael Rubin v. MF Global, Ltd, et al.*, 08-CV-02233 (VM), by Order entered April 7, 2008;

WHEREAS, on July 14, 2008, the Court entered an Order requiring, *inter alia*, lead plaintiffs in the consolidated action to file a consolidated complaint within 60 days of the entry of the July 14, 2008 Order;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel for the parties, that:

1. The Underwriter Defendants waive service of the *Matassa* Complaint and summons, without waiver of any arguments or defenses, including defenses related to personal jurisdiction, except as to service of process.
2. Pursuant to the Court’s July 14, 2008 Order, the consolidated complaint will, upon filing, supersede the *Matassa* Complaint, and thus no answer, pleading or motion in response to the *Matassa* Complaint is required.

3. Except as expressly provided herein, nothing set forth in this Stipulation shall be deemed to constitute a waiver of any claim, defense, or right.

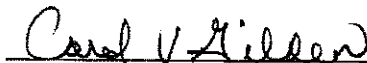
Dated: August 21, 2008

BARRACK RODOS & BACINE



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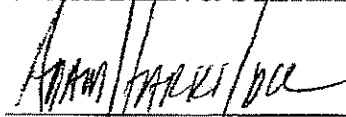
**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**



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Attorneys for the Underwriter Defendants

SO ORDERED:

U.S.D.J.

Dated: _____, 2008

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MICHAEL RUBIN,

Plaintiff,

v.

MF GLOBAL, LTD., ET AL.,

Defendants.

08 Civ. 02233 (VM)

CERTIFICATE OF SERVICE

I hereby certify that on this 21st day of August, 2008, I forwarded a copy of the foregoing Stipulation and Order which is being electronically filed today with the Clerk of Court. I also certify that I have caused this document to be sent via overnight mail to the following:

<p>Bernard W. Nussbaum David B. Anders Elaine P. Golin Won S. Shin Wachtell, Lipton, Rosen & Katz 51 West 52nd Street New York, NY 10019 Phone: 212-403-1000 Fax: 212-403-2000</p> <p>Attorneys for Defendants MF Global, Ltd., Kevin R. Davis, Alison J. Carnwath, Christopher J. Smith, Christopher Bates, Henri J. Steenkamp, and Edward L. Goldberg</p>	<p>Stuart J. Baskin Herbert S. Washer Adam S. Hakki 599 Lexington Avenue New York, NY 10022 Phone (212) 848-4000 Fax: (212) 848-7179</p> <p>Attorneys for the Underwriter Defendants Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, UBS Securities LLC, Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., and Morgan Stanley & Co. Incorporated</p>
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Mark R. Rosen